

RECORDATION NO 25830-F FILED

JUL 24 '08

3-46 PM

SURFACE TRANSPORTATION BOARD



July 22, 2008

FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Ms. Anne K. Quinlan
Surface Transportation Board
395 E Street S.W., Suite 100
Washington, D. C. 20024
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) originals and one (1) copy of a Memorandum of Lease Agreement dated July 10, 2008, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Surface Transportation Board under Recordation Number 25830.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Centre
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: Dauber Company, Inc.
577 North 18th Mile Road
Tonica, IL 61370

A description of the railroad equipment covered by the enclosed document is fifteen (15) 3500-3650 cu. ft. open top hopper cars; having FURX marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5397. Thank you for your cooperation in this matter.

Sincerely,

Marcia Dunne
Sr. Rail Documentation Specialist

Enclosures
(DABR0101)

ASSGN. NO.: DABR010

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MEMORANDUM OF LEASE

SURFACE TRANSPORTATION BOARD 10th

THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the 10th day of July, 2008, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and Dauber Company, Inc. ("Lessee"), an Illinois corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of August 1, 2005, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 10 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of July 10, 2008, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

By: Richard F. Seymour

Name: RICHARD F. SEYMOUR
Title: VICE PRESIDENT SALES & MARKETING

ATTEST:

By: Susan Grakulsky
Name: SUSAN GRAKULSKY
Title: ASSISTANT DIRECTOR OF DOCUMENTATION

Executed on this 10th day of July, 2008.

[CORPORATE SEAL]

STATE OF ILLINOIS
COUNTY OF COOK

I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 10th day of July, 2008.

Georgia Freiburger
Notary Public

My Commission Expires:

6-2012
(Notary Public)

LESSEE:

DAUBER COMPANY, INC.

ATTEST:

By: [Signature]

Name: Michael BAKER

Title: G.M.

By: [Signature]

Name: ERIC DAUBER

Title: V.P.

Executed on this 27 day of JUNE, 2008.

[CORPORATE SEAL]

STATE OF Illinois

COUNTY OF La Salle

I, Paula Snell, a Notary Public of the County and State aforesaid, certify that Eric Dauber personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 27 day of June, 2008.

[Signature]
Notary Public

Commission Expires:

11/16/2010
(Notary Public)

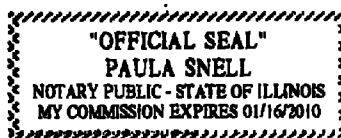


EXHIBIT A
to
MEMORANDUM OF LEASE

NUMBER OF CARS: Fifteen (15)

DESCRIPTION OF CARS: 3500-3650 Cu. ft. capacity open-top manually operated discharge
hopper cars with 263 TWR.

CAR NUMBERS:

FURX 922806
FURX 922808
FURX 922814
FURX 922823
FURX 922833
FURX 922853
FURX 922854
FURX 922861
FURX 922867
FURX 922869
FURX 922870
FURX 922873
FURX 922901
FURX 922903
FURX 922905